

SPECIAL MEETING OF THE  
BOARD OF TRUSTEES  
UNIVERSITY OF LOUISVILLE

8:30 a.m., August 30, 2012  
Jefferson Room, Grawemeyer Hall

Open Session Agenda

			Tab
I.	Call to Order	Minnifield	
	• Approval of Minutes, Special Meeting, 6/28/2012		1
	• Approval of Minutes, Regular Meeting, 6/28/2012		2
II.	Executive Session		
	• Motion to recess to discuss a business proposal pursuant to KRS 61.810(1)(g) and (k)		
III.	Open Meeting Reconvenes		
	• Report on executive session		
	• Appropriate action, if any		
IV.	Adjournment	Minnifield	

MINUTES OF THE SPECIAL MEETING OF THE UNIVERSITY OF LOUISVILLE  
BOARD OF TRUSTEES

June 28, 2012

In Open Session

The University of Louisville Board of Trustees met at 9:45 a.m. on June 28, 2012, Conference Room I, 600 North, Shelby Campus, with members present and absent as follows:

Present: Mr. Frank Minnifield, Chair  
Ms. Marie Abrams  
Dr. Laurence Benz  
Mr. Jonathan Blue  
Mr. Justin Brandt  
Mr. Bruce Henderson  
Dr. Robert Curtis Hughes  
Mr. David James  
Ms. Brucie Moore  
Mr. J. Chester Porter  
Mr. Robert Rounsavall, III  
Ms. Debbie Scoppechio  
Dr. Robert Staat  
Ms. Phoebe Wood

Absent: Mr. Ron Butt  
Dr. Kevin Cosby  
Mr. Owsley B. Frazier  
Mrs. Augusta Brown Holland  
Judge Rebecca Jackson  
Dr. William Selvidge

From the University: Dr. James R. Ramsey, President  
Dr. David Dunn, Executive Vice President for Health Affairs  
Dr. William Pierce, Interim Executive Vice President for Research & Innovation  
Ms. Angela D. Koshewa, University Counsel  
Mr. Mike Curtin, Vice President for Finance  
Mr. Keith Inman, Vice President for University Advancement  
Ms. Rebecca Simpson, Sr. Assoc. VP, University Advancement  
Ms. Cindy Hess, Director of Communications & Marketing  
Mrs. Kathleen M. Smith, Assistant Secretary  
Mrs. Debbie Dougherty, Board Liaison

I. Call to Order

Having determined a quorum present, Chair Minnified called the meeting to order at 9:45 a.m. Chair Minnifield welcomed new board member, Justin Brandt.

## II. Evaluation of the President

### Update from Compensation Committee Chair

Chair Minnifield reported the purpose of the meeting was to review the President's performance for 2011-12 based upon the completion of goals established. The President, EVP for Health Affairs and EVP for Research and Innovation departed at 10:15 a.m.

The Compensation Committee met with the President earlier to review goal performance for 2011-12, a proposal of 2012-13 goals, and the one-time strategic goals established for the President in 2002. As discussed during the Compensation Committee meeting, the President had completed all 19 goals, which included 49 of 57 initiatives. When the Compensation Committee met, the President addressed uncontrollable factors affecting FY12 and discussed similar variables with potential to impact FY13.

Chair Minnifield noted FY12 was a very good year despite the worst economic times since the Great Depression. Before retiring from the meeting, President Ramsey addressed the challenges for FY13. The capital campaign continues to be a demanding goal during the economic slump. Chair Minnifield opened the floor for discussion.

Dr. Hughes, Chair of the Compensation Committee, noted on behalf of the committee the one-time Strategic Goals set by the Board in 2002 (Phi Beta Kappa distinction and NCI Cancer Center recognition). These ambitious strategic goals remain unmet, but the President provides an annual progress report on their achievement because they are a significant focus in the 2020 Plan. The Committee applauded the completion of 49 initiatives supporting the 19 goals it established last year. All goals had progress at the good, better, or best levels. Three of the initiatives were not achieved and four initiatives did not apply, however, this year because the criteria were changed beyond the University's control. The data the President reported were as close to the end of the year as possible, and he projected the total for two of the three "not achieved" would be met as the University closed its fiscal year.

Dr. Hughes further stated the University's salary policy this year provides a one-time payment of \$1,200 for faculty and staff with the President, Vice Presidents, and Deans excluded from consideration. The Committee judged the President's accomplishments as extraordinary in these fiscal times, and recommended that the Board recognize the President as accomplishing the goals set for him. The Committee proposed to the UofL Foundation a retirement contribution for the President of 25% of his total 2011-12 compensation. The President continues to meet the Board's expectations and motivates his team to reach as high as possible.

Board members remarked on the exceptional progress the President and his leadership team have made. Comments were offered for inclusion in a report for presentation at the board meeting later. Chair Minnifield thanked everyone for their candor and noted it was clear Dr. Ramsey and his leadership team had an extraordinary year. The economic challenges have not daunted the University's determination to become a premier metropolitan research institution. Chair Minnifield praised Dr. Ramsey as the right leader to achieve this mandate. He asked the assistant secretary to craft a public statement summarizing the position of the Board of Trustees, which he will also share with the UL Foundation board and the community.

III. Adjournment

Ms. Abrams made a motion, which Dr. Staat seconded, to adjourn the meeting at 10:40 a.m.  
The motion passed.

MINUTES OF THE REGULAR MEETING OF THE UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES

In Open Session

Members of the University of Louisville Board of Trustees met at 3:00 p.m. on June 28, 2012, in the Conference Room of the 600 North Building, Shelby Campus, with members present and absent as follows:

Present: Mr. Frank Minnifield, Chair  
Ms. Marie Abrams  
Dr. Laurence Benz  
Mr. Jonathan Blue  
Mr. Justin Brandt  
Mr. Ron Butt  
Mr. Bruce Henderson  
Dr. Robert Curtis Hughes  
Mr. David James  
Ms. Brucie Moore  
Mr. Robert W. Rounsavall, III  
Ms. Debbie Scoppechio  
Dr. Robert Staat  
Ms. Phoebe Wood

Absent: Dr. Kevin Cosby  
Mr. Owsley Brown Frazier  
Ms. Augusta Brown Holland  
Judge Rebecca Jackson  
Mr. J. Chester Porter  
Dr. William Selvidge

From the University: Dr. James R. Ramsey, President  
Dr. Shirley Willihnganz, Executive Vice President and Provost  
Dr. David L. Dunn, EVP for Health Affairs  
Dr. William Pierce, EVP for Research and Innovation  
Ms. Angela Koshewa, University Counsel  
Mr. Michael J. Curtin, Vice President for Finance  
Mr. Keith Inman, Vice President for University Advancement  
Ms. Rebecca Simpson, Sr. Assoc., VP for University Advancement  
Ms Cynthia Hess, Director of Communications  
Mr. Gary Mans, Director of Communications and Marketing, HSC  
Dr. Joe Steffen, Professor and Director of Graduate Programs, Biology  
Mrs. Kathleen M. Smith, Assistant Secretary  
Mrs. Debbie Dougherty, Board Liaison

I. Call to Order

Having determined a quorum present, Chair Minnifield called the meeting to order at 3:00 p.m.

## II. Consent Agenda

Chair Minnifield read the consent agenda items.

### A. Approval of Minutes, May 10, 2012

### B. From the Compensation Committee

- Action Item: Approval of Earned Retirement Contribution

### C. From the Personnel Committee, 6/28/2012

- Action Item: Approval of Revisions to University Libraries Personnel Document
- Approval of Monthly Personnel Recommendations
- Action Item: Approval of QCCT Board Appointment

### D. From the Academic & Student Affairs Committee

- Action Item: Approval of BA in Latin American and Latino Studies
- Action Item: Approval of Certificate in Autism
- Action Item: Approval of Certificate in Prosthodontics
- Action Item: Approval of Master of Science in Dentistry

### E. From the Finance Committee

- Action Item: Approval of Amendment to Lease for Property Located at 315 Broadway
- Action Item: Approval of Increase in Fees:
  - School of Nursing
  - School of Dentistry Fees
- Action Item: Approval of Capital Projects
  - HSC Utilities Hazard Mitigation Project
  - Storm Damage Projects
  - Grawemeyer Hall Roof
  - Law School Roof
  - Gardiner Hall Roof
  - JB Speed Roof

### F. Approval of August Graduates and Candidates

Mr. Blue made a motion, which Mr. James seconded, to approve the consent agenda. The motion passed.

## III. Action Item: Approval of Security Clearance and Managerial Group

President Ramsey explained this was a routine matter to update the managerial group. Ms. Wood made a motion, which Dr. Staat seconded, to approve the

**President's recommendation that the Board of Trustees adopt the attached Resolution revising the Managerial Group of the University of Louisville and waiving of security clearance for officers, Trustees, and directors not a part of the managerial group; and**

**Authorization of the President to take any other steps necessary with regard to agreements or assurances to the Defense Security Service to effect the facility security clearance of the University of Louisville and clearance of its personnel including compliance with the provisions of the National Industrial Security Program Operating Manual or other Federal government policy relating to safeguarding of classified information.**

The motion passed.

IV. Action Item: Approval of Revisions to the Institutional Compliance Plan

Dr. Dunn reported that in order to ensure compliance by the University and its full time School of Medicine faculty with the various requirements of the federal Medicare program in billing for services, the Board established the University of Louisville School of Medicine Compliance Plan (the "Compliance Plan") on April 28, 1997. The Compliance Plan has been extended subsequently to cover the entire Health Sciences campus, all third party billing arrangements, and patient privacy. Those aspects of the Compliance Plan which relate to third party billing arrangements have been administered by University employees reporting to the Executive Vice President for Health Affairs. Dr. Dunn further noted in April, 2011, the Board amended the University of Louisville School of Medicine Private Practice Plan (the "Plan") to provide for a single practice group, University of Louisville Physicians, Inc. ("ULP"), to be the recognized practice entity for all full time School of Medicine faculty who were not members of a Practice Group (as defined by the Plan) described on Schedule E of the Plan. As a result of the establishment of this single multi-group practice for most of the School of Medicine faculty, the University proposes it would be efficient to transfer compliance responsibility to ULP to administer those aspects of the Compliance Plan which relate to third party billings by full time School of Medicine faculty who practice through ULP. Ms. Abrams made a motion, which Ms. Wood seconded, to approve the

**President's recommendation that the Executive Vice President for Health Affairs (the "EVPHA") be delegated authority to enter into a memorandum of understanding or other agreement (the "Agreement") with University of Louisville Physicians, Inc. ("ULP"), a not for profit corporation which is the designated Practice Group (as that term is used in the University of Louisville School of Medicine Professional Practice Plan [the "Plan"]) for all full time faculty of the School of Medicine (except for those listed on Schedule E of the Plan) to provide for the following:**

**1). Effective on or after July 1, 2012, all individuals employed by the University of Louisville Health Sciences Center Office of Compliance ("Staff") will be transferred to ULP, such transition to occur consistent with all University human resources policies, which may include entering into a leased employee agreement with ULP on a transitional basis.**

**2). Effective on or after July 1, 2012, ULP will assume responsibility for aspects of the University of Louisville Health Sciences Center Compliance Plan ("Compliance Plan") which relate to billing any third party payer ("Billing Compliance") by any School of Medicine faculty member for whom ULP is the designated Practice Group.**

**3). That the Staff continue to assure Billing Compliance for any entity (such as the University of Louisville School of Dentistry and any Practice Group listed on Schedule E of the Plan), which is subject to the Compliance Plan but which is not part of ULP, pursuant to a subcontract with ULP, it being specifically required that such subcontract be executed contemporaneously with and have the same effective date as the Agreement.**

**The Agreement will contain sufficient oversight and audit rights for the University to assure itself that Billing Compliance will be effectively managed under the Agreement.**

**That, except for Billing Compliance, the Compliance Plan remain in effect as it currently exists; however, the EVPHA and Associate Vice President for Audit Services and Institutional Compliance are hereby delegated authority to integrate the functions currently required by the Compliance Plan into the broader University Institutional Compliance Plan approved by the Board on February 16, 2012 at such time as such integration becomes feasible.**

**That, until such time as the action contemplated by the preceding paragraph occurs, the Compliance Plan (except for Billing Compliance) continue without change.**

The motion passed.

V. Action Item: Authorization of Executive Committee to Act on Behalf of the Board

President Ramsey noted the Board of Trustees does not routinely meet in the month of August and the June and July meetings in 2012 were combined with the Trustees Retreat on June 28. The Board of Trustees, therefore, is not scheduled to meet between June 29 and September 12, 2012. The President requested that the Board authorize the Executive Committee to act for the Board during this timeframe. The full board will receive notice of any Executive Committee meeting as routine during the authorized period. Ms. Abrams made a motion, which Mr. James seconded, to approve the

**Chair's recommendation that the Board authorize the Executive Committee to take action on the following:**

- Monthly personnel actions and routine personnel policy revisions;**
- Designations and awards;**
- Other matters of housekeeping nature.**

The motion passed.



VI. Action Item: Authorization Regarding University Hospital RFP

After discussion, this item was withdrawn from the agenda.

VII. Report of the President

The President's update was provided during the Compensation Committee and the Special Board meeting.

VIII. Report of the Chairman

Evaluation of the President

Chair Minnifield referenced the written evaluation of the President (below) and noted this document contained the Board's comments from the special meeting held earlier today. The Board approved the evaluation by acclamation as part of the record.

**Today, the University of Louisville Board of Trustees carried out its annual evaluation of James R. Ramsey as President, and it was most impressed with the quantity and caliber of accomplishments during the past year. Because the University has experienced thirteen budget cuts in a dozen years, the net appropriation from the state for FY2013 will be lower than any one of the following: research revenue, UofL Foundation funding, clinical revenue, and tuition and fees. The economic challenges facing the University are greater than ever, yet the President continues to move the institution forward and seems to "walk on water." The following are some of the records achieved this past year:**

- **50.8% Graduation rate**
- **2,681 Baccalaureate degrees awarded**
- **188 Doctoral degrees conferred**
- **Most collaborations in Signature Partnership Initiative's five years**

**Additionally, the President's strategy to convert underperforming assets into revenue for the University produced 600 North, a creative partnership with NTS, and attracted outstanding corporate tenants. The success of the partnership with NTS led to the development of two additional buildings, 700 North and 500 North. Cardinal Station produced positive revenue of nearly \$1M and the University launched an applied sciences and engineering research park on Belknap Campus. The TIF at the HSC/Nucleus Research Park was activated and will generate \$1.3M in its first year. The TIF for the Belknap Research Park, the largest in the state's history, was approved today.**

**UofL signed MOUs with the US Army at Ft. Knox and the Kentucky National Guard to build collaborations with primary focus on energy sustainability, traumatic brain injury and post-traumatic stress disorder research, and educational opportunities for the soldiers' children. During this first year, these MOUs produced 25 initiatives with Ft. Knox.**

**Initiatives to improve the experience of UofL students, faculty, and staff next year, for example, were:**

- **a new student engagement transcript**
- **an "out-in-four" program for enrolled students**
- **a new Student Recreational Center started (to be completed in 2013)**

- **faculty salary equity study ready for implementation**
- **staff evaluation system revised**
- **faculty and staff grievance procedures updated**
- **organization between the EVP HA and the Dean of Medicine separated**
- **single clinical practice organization established in ULP**
- **critical departmental leadership recruited for the HSC**
- **research infrastructure for commercialization and innovation established**
- **software installed to provide convenience for applicants seeking funding**
- **compliance procedures implemented to strengthen financial controls**

**These initiatives are a sampling of the work the President and his team have implemented this year. For a complete review, please visit the Board’s website at [www.louisville.edu/boards](http://www.louisville.edu/boards).**

**It has again been a year of challenges during some of the most adverse times in the past century. The Board of Trustees recognizes that Dr. James Ramsey is the most capable leader at the University’s helm, and acknowledges the compilation of the initiatives achieved this year is truly remarkable. His leadership assures the Board that achieving top tier status as a premier metropolitan research university is achievable during his tenure.**

**The Board also praised the leadership of Jane Ramsey who led her beautification committee to transform the campus with spectacular entrances and welcoming signage to create a neighborhood that connects with its surrounding areas. The Board applauded Mrs. Ramsey for her vision and concern for a “home away from home” for our students. Her enthusiasm as the Cardinals #1 fan is contagious, and we deeply appreciate her support for the University’s twenty-three sports. The Board thanked the Ramsey family for all they do for UofL. It has made a huge impact on the lives of our students, faculty, and staff.**

IX. Adjournment

The meeting adjourned at 4:35 p.m.

**NOMINATING COMMITTEE  
BOARD OF TRUSTEES**

**10:15 a.m., August 30, 2012  
Jefferson Room, Grawemeyer Hall**

**Open Session Agenda**

- |  |        |     |
|--|--------|-----|
| I. Call to Order   | Abrams | Tab |
| Approval of Minutes, 9/7/2011  |        | 1   |
| II. Discussion Regarding 2012-13 Slate of Officers<br>and Appropriate Action, if any | Abrams |     |
| III. Adjournment   |        |     |

Committee Members:  
Ms. Marie Abrams, Chair  
Ms. Dhiane Bradley  
Mr. Bruce Henderson  
Dr. William Selvidge  
Dr. Robert Staat

MINUTES OF THE NOMINATING COMMITTEE OF THE UNIVERSITY OF LOUISVILLE  
BOARD OF TRUSTEES

In Open Session

Members of the Nominating Committee of the University of Louisville Board of Trustees met on September 7, 2011, with members present and absent as follows:

Present: Mr. J. Chester Porter, Chair  
Ms. Marie Abrams  
Mr. David James

Absent: Judge Rebecca Jackson  
Dr. William Selvidge

From the  
University: Ms. Angela D. Koshewa, University Counsel  
Mr. Mark Hebert, Director, Media Relations  
Mrs. Kathleen M. Smith, Assistant Secretary

I. Call to Order

Having determined a quorum present, Chair Porter convened the meeting at 10:00 a.m.

II. Discussion Regarding 2011-12 Officers

Chair Porter noted the committee had polled the board members. Ms. Kathleen Smith read the slate of nominees. Judge Jackson made a motion, which Ms. Abrams seconded, to approve the following:

**Slate of Officers: 2011-12**

<b>Chair</b>	<b>Frank Minnifield</b>
<b>Vice Chair</b>	<b>Robert Curtis Hughes</b>
<b>Treasurer</b>	<b>Debbie Scoppechio</b>
<b>Secretary</b>	<b>William Selvidge</b>
<b>At Large</b>	<b>Rebecca Jackson</b>
<b>Past Chair</b>	<b>Owsley Brown Frazier</b>
<b>Constituency Representative</b>	<b>Robert Staat, Faculty Trustee</b>
<b>Board Legal Counsel</b>	<b>Angela D. Koshewa</b>
<b>Assistant Secretary</b>	<b>Kathleen M. Smith</b>
<b>Assistant Treasurer</b>	<b>Michael Curtin</b>

The motion passed.

III. Adjournment

The meeting adjourned at 10:30 a.m.

RECOMMENDATION TO UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES  
REGARDING NOMINATION OF OFFICERS FOR 2012-13

Nominating Committee – August 30, 2012  
Board of Trustees - September 13, 2012

RECOMMENDATION:

The Nominating Committee recommends the following officers for 2012-13:

CHAIR	Frank Minnifield
VICE CHAIR	Robert Curtis Hughes
TREASURER	Debbie Scoppechio
SECRETARY	William Selvidge
AT LARGE	Kevin Cosby
PAST CHAIR EX OFFICIO, NONVOTING	Vacant
CONSTITUENCY	Justin Brandt, Student Trustee
BOARD COUNSEL	Angela Koshewa
ASSISTANT SECRETARY	Kathleen Smith
ASSISTANT TREASURER	Michael Curtin

COMMITTEE ACTION:

Passed: \_\_\_\_\_  
Did not Pass: \_\_\_\_\_  
Other: \_\_\_\_\_

\_\_\_\_\_  
Assistant Secretary

BOARD ACTION:

Passed: \_\_\_\_\_  
Did Not Pass: \_\_\_\_\_  
Other: \_\_\_\_\_

\_\_\_\_\_  
Assistant Secretary